



## LEXIS Document Services

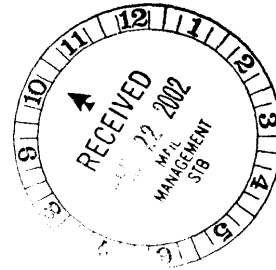
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SURFACE TRANSPORTATION BOARD



February 21, 2002

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Use Agreement** dated as of February 12, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CSX TRANSPORTATION, INC.**  
500 Water Street, 9<sup>th</sup> Floor J430, Jacksonville, FL 32202

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CSX TRANSPORTATION, INC.**, covering 5 locomotives with reporting marks and numbers — CEFX 1004 – CEFX 1025, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
Research/Development Coordinator

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MEMORANDUM OF USE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF USE AGREEMENT dated as of this 12<sup>th</sup> day of February 2002, is made by C.I.T. LEASING CORPORATION, a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation, with an address at 500 Water Street, 9<sup>th</sup> Floor J430, Jacksonville, FL 32202 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of 12/21/01 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT LEASING CORPORATION

By: [Signature]  
Name: S. V. P. - GEORGE D. CASHMAN  
Title: S. V. P.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CSX TRANSPORTATION, INC.

By: [Signature]  
Name: HOWARD J. LEVY  
Title: S. V. P.

## **SCHEDULE A**

(5) AC 4,400CW Locomotives

CEFX 1004

CEFX 1006

CEFX 1007

CEFX 1008

CEFX 1025